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1 VOLUME I
2 IN THE UNITED STATES DISTRICT COURT
3 FOR THE DISTRICT OF MARYLAND

3 OLES ENVELOPE, LLC, et al.,
4 Plaintiffs
5 v.
6 GTD COMPANY, INC., et al.
7 Defendants

8 vs. CIVIL ACTION NO:
9 GTD COMPANY, INC., et al. WMN 02-2017

10 Defendants

11 GTD COMPANY, INC.,
12 HAROLD ROBINSON, and
13 DAVID OECHSLE

14 Counter Plaintiffs

15 v.
16 OLES ENVELOPE, LLC,
17 and
18 OLES ENVELOPE CORPORATION,
19 Counterclaim Defendants

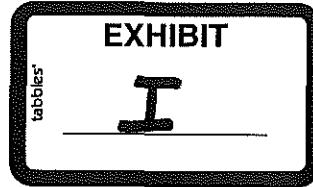
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21 The deposition of DAVID D. OECHSLE was held
22 on Wednesday, May 7, 2003, commencing at 9:40 a.m., at
23 the Law Offices of Whiteford, Taylor & Preston, Seven
24 Saint Paul Street, Suite 1400, Baltimore, Maryland,
25 21202, before R. Dwayne Harrison, Notary Public.

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28 REPORTED BY: R. Dwayne Harrison



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1 it could have.
 2 Q Did you consider Mr. Robinson the boss?
 3 A No.
 4 Q Did you consider you and he to jointly be
 5 the bosses of the company?
 6 A Yes.
 7 Q Let me show you what was marked as
 8 Exhibit 2 to Mr. Robinson's deposition. My question
 9 is: Is this a document that you saw during the
 10 negotiations for the sale of RO Envelope Company? Take
 11 whatever time you need to look at it.
 12 A The first time I saw this document was in
 13 preparation for this meeting.
 14 Q So you deny ever seeing it during the
 15 course of negotiations for the sale of RO Envelope
 16 Company?
 17 A I don't recall ever seeing it.
 18 Q So it's possible you may have seen it, you
 19 just don't recall; is that correct?
 20 A I don't recall.
 21 Q During the course of negotiations, did you

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1 A I'm not quite what fiduciary duty means.
 2 It's a big legal word. But I agree that I had -- I
 3 should do my job to the best of my ability.
 4 Q Do you agree that you and Mr. Robinson were
 5 in a position of trust to run the LLC for the benefit
 6 of its owners?
 7 MR. WRIGHT: Objection. You can answer.
 8 A Could you repeat that, please?
 9 Q Do you agree that you and Mr. Robinson were
 10 in a position of trust to run LLC for the benefit of
 11 its owners?
 12 MR. WRIGHT: I renew my objection. You can
 13 answer.
 14 A I agree that we were supposed to do our job
 15 as to the best of our ability.
 16 Q Well, that doesn't really answer my
 17 question. Don't you agree that you were entrusted by
 18 the owners of LLC to run the business?
 19 MR. WRIGHT: Objection. You can answer.
 20 A I would suppose.
 21 Q Do you agree that LLC bought the accounts

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1 discuss with Oles representatives that in order for the
 2 acquisition to be economical for Oles, sales would have
 3 to increase at RO Envelope Company?
 4 A I don't recall that ever being a
 5 discussion. We gave Oles -- let me backtrack. They
 6 came to us to buy the company. We didn't have this
 7 company up for sale. We told them what the price was,
 8 which was two million dollars, and that's always what
 9 the price was. There may have been discussions on what
 10 we could do with sales but not anything really specific
 11 that I recall.
 12 Q Do you recall Oles people providing you
 13 with any projections into the future regarding sales
 14 from RO, LLC?
 15 A When?
 16 Q At any time prior to the acquisition.
 17 A I really don't recall that, no.
 18 Q Do you agree that as of October 1st, 1999,
 19 you had a fiduciary duty to act in good faith and in
 20 the best interest of the LLC as its vice-president?
 21 MR. WRIGHT: Objection. You can answer.

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1 receivable of RO Envelope Company, don't you?
 2 A LLC bought the assets of the company.
 3 Q All of the assets?
 4 A I think they bought all the assets.
 5 Q That would include the accounts receivable,
 6 correct?
 7 A That would be correct.
 8 Q That would include the cash in the bank
 9 accounts, correct?
 10 A Yes, that would be correct.
 11 Q I want to show you some more documents that
 12 were marked at Mr. Robinson's deposition. This is
 13 Deposition Exhibit Number 6 from Mr. Robinson's
 14 deposition.
 15 A Okay.
 16 Q Is this the signature card for the RO
 17 Envelope Company operating account?
 18 MR. WRIGHT: Meaning the first page of
 19 Exhibit 6?
 20 MR. COE: Yes.
 21 A It appears to be.

5 (Pages 14 to 17)